

MCCLEAN MURRAY R
 Form 4
 November 01, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCLEAN MURRAY R

2. Issuer Name and Ticker or Trading Symbol
 COMMERCIAL METALS CO
 [CMC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 5323 TENNINGTON PARK
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/28/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. V.P. & COO

DALLAS, TX 75287

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/28/2004		M		10,000	A	\$ 15.4375
Common Stock	10/28/2004		M		7,000	A	\$ 14.9063
Common Stock	10/28/2004		S		900	D	\$ 35.43
Common Stock	10/28/2004		S		100	D	\$ 35.45
Common Stock	10/28/2004		S		100	D	\$ 35.46

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Common Stock	10/28/2004	S	100	D	\$ 35.48	15,800	D
Common Stock	10/28/2004	S	200	D	\$ 35.53	15,600	D
Common Stock	10/28/2004	S	2,900	D	\$ 35.54	12,700	D
Common Stock	10/28/2004	S	300	D	\$ 35.78	12,400	D
Common Stock	10/28/2004	S	400	D	\$ 35.79	12,000	D
Common Stock	10/28/2004	S	500	D	\$ 35.8	11,500	D
Common Stock	10/28/2004	S	200	D	\$ 35.81	11,300	D
Common Stock	10/28/2004	S	900	D	\$ 35.82	10,400	D
Common Stock	10/28/2004	S	500	D	\$ 35.83	9,900	D
Common Stock	10/28/2004	S	1,100	D	\$ 35.84	8,800	D
Common Stock	10/28/2004	S	400	D	\$ 35.85	8,400	D
Common Stock	10/28/2004	S	300	D	\$ 35.86	8,100	D
Common Stock	10/28/2004	S	1,100	D	\$ 35.87	7,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Title

